



FROM CORPORATION TRUST WILLIAM #2
Secretary of State
Division of Corporations
Delivered 11:29 AM 03/31/2005
FILED 11:17 AM 03/31/2005
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**CERTIFICATE OF MERGER
OF
MISSION ITECH HOCKEY, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

1. That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

NAME

STATE OF INCORPORATION

Mission Itech Hockey, Inc.
Mission Hockey Company
Mission US Holding Company
I-Tech Hockey Company

Delaware
California
Vermont
Vermont

2. That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

3. That the name of the surviving corporation of the merger is Mission Itech Hockey, Inc.

4. That the Certificate of Incorporation of Mission Itech Hockey, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

5. That the executed agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 175 Technology Drive, Suite 150, Irvine, California 92618.

6. That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of each of the California and Vermont constituent corporations is as follows:

Mission Hockey Company

1,800,000 common, no par value

Mission US Holding Company

200,000 preferred, no par value

I-Tech Hockey Company

10,000 common, no par value

3,000 common, no par value

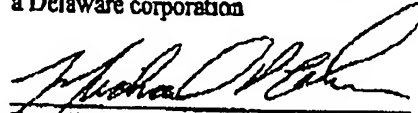
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8. The merger shall be effective as of March 31, 2005.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the
31st day of March, 2005.

MISSION ITECH HOCKEY, INC.
a Delaware corporation



By Michael P. Whan
Its Chief Executive Officer

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"I-TECH HOCKEY COMPANY", A VERMONT CORPORATION,

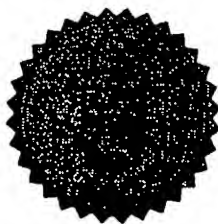
"MISSION HOCKEY COMPANY", A CALIFORNIA CORPORATION,

"MISSION US HOLDING COMPANY", A VERMONT CORPORATION,

WITH AND INTO "MISSION ITECH HOCKEY, INC." UNDER THE NAME OF "MISSION ITECH HOCKEY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2005, AT 11:17 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Best Available Copy



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3786804

DATE: 04-04-05